

CORPORATE GOVERNANCE STATEMENT



INTRODUCTION

The Company is quoted on AIM, and in accordance with the AIM Rules for Companies (the AIM Rules), has elected to adopt the Quoted Companies Alliance (QCA) Corporate Governance Code 2018 for Smaller Companies. In accordance with the AIM Rules this was adopted and implemented from September 2018, and is disclosed on the Company's website:

http://www.sylvaniaplatinum.com/cg/cg_i.php

The Board is committed to maintaining the highest standards of corporate governance throughout its operations and to ensuring that all of its practices are conducted transparently, ethically and efficiently. The Company believes that scrutinising all aspects of its business and reflecting, analysing and improving its procedures will result in the continued success of the Company and improve shareholder value.

The Company provides a summary of its current Corporate Governance Code compliance as guidance, as set out below:

THE BOARD OF DIRECTORS

The Board's role is to provide entrepreneurial leadership to the Group within a framework of prudent and effective controls which enables risk to be assessed and managed and is responsible for the proper management of the Company by developing, reviewing and approving the Company's strategy, budgets and corporate actions. The Board sets the corporate and operational strategy and holds regular Board meetings to review planning, operational and financial performance. The Board is responsible for setting the Group's values and standards and ensuring that its obligations to shareholders and others are met.

The Board comprises four members being the independent non-executive Chairman, two independent non-executive Directors, and one Executive Director. It is important that the Board has the right mix of skills and experience to deliver on the strategy of the Company. The details of the Board members are outlined in the Director's report. There is a clear division of responsibilities at the head of the Group through the separation of the positions of Chairman and the Chief Executive Officer.

THE BOARD CURRENTLY COMPRISES:

1	<i>SA Murray</i>	Independent Non-executive Chairman
2	<i>TM McConnachie</i>	Chief Executive Officer
3	<i>RA Williams</i>	Independent Non-executive Director
4	<i>E Carr</i>	Independent Non-executive Director

The Board met five times during the financial year. Three formal Board meetings, one budget review meeting and one strategy meeting to review the current and future strategies on returning value to the shareholders.

The Board has not appointed a Senior Independent Director but intends to if and when it is appropriate to do so considering the Company's size and stage.

RISK ASSESSMENT

The Board undertakes on-going risk assessment to identify and consider major internal and external risks to the business model of the Group, including future performance, solvency and liquidity. Principal risks and uncertainties are detailed in the Directors' report.

The Board also reviews the Group's ability to continue as a going concern on a regular basis.

INTERNAL CONTROLS

The effectiveness of the internal controls is overseen by the Board and is operationally monitored by Management on various organisational levels. The Group's financial control function is responsible for periodically testing the controls and overseeing the commitments entered into in connection with the operations of the Group.

The Group does not have a separate internal audit function to evaluate and test the operating procedures and processes relating to internal controls, but has engaged an independent firm to assist with this evaluation and testing and determine vulnerabilities within the Group. The establishment of an internal audit function is considered by the Audit Committee and the Board of Directors annually and is regularly discussed with the Group's external auditors.

SHAREHOLDER RELATIONS AND EXPECTATIONS

Executive Management and the Chairman meet regularly with major shareholders to develop a balanced understanding of the issues and concerns of shareholders. The Chairman ensures that the views of shareholders are communicated to the Board as a whole.

The Directors have established Audit and Remuneration Committees. Board appointments, succession planning, Corporate Governance and sustainability issues are dealt with by the full Board of Directors.

AUDIT COMMITTEE

The Audit Committee has been established to assist the Board of the Company in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reports and financial reporting process, internal control structure and the internal and external audit process.

The Audit Committee members are Roger Williams as Chairman and Eileen Carr, both of whom are qualified accountants.

The Audit Committee's duties include, amongst others, the following:

- reviewing the Company's accounting policies and reports produced by internal and external audit functions;
- considering whether the Company has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
- reporting its views to the Board of Directors if it is not satisfied with any aspect of the proposed financial reporting by the Company;
- reviewing the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems;
- reviewing the adequacy and effectiveness of the Company's anti-money laundering systems and controls for the prevention of bribery and receive reports on non-compliance; and
- overseeing the appointment of and the relationship with the external auditor.

The Audit Committee invites representatives of the external auditor as well as Management to all committee meetings. The Audit Committee is satisfied that the Group's auditors are independent.

The Audit Committee met four times during the year to consider the following agenda items:

AUGUST 2018	NOVEMBER 2018	FEBRUARY 2019	MAY 2019
<ul style="list-style-type: none"> • Annual Report for the year ended 30 June 2018 • External audit report on the Group Annual Financial Statements for the year ended 30 June 2018 • Going concern and working capital requirement/cash forecast • Impairment • Subsequent events; and • Taxation 	<ul style="list-style-type: none"> • External auditor's strategy and planning report for the Interim review • Directors and Officers Liability Insurance 	<ul style="list-style-type: none"> • Half year results and report to 31 December 2018 • External audit report on half year • Half year Impairment and going concern assessments; and • Internal audit update 	<ul style="list-style-type: none"> • External audit strategy and plan for the 30 June 2019 year-end audit • Internal audit update; and • Whistleblower feedback

All press releases, including quarterly results, are approved by the entire Board.

REMUNERATION COMMITTEE

The purpose of the Remuneration Committee is to determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chairperson, Executive Directors and Senior Management.

The Remuneration Committee comprises Roger Williams as the Chairman, and Stuart Murray. During the year under review, the Remuneration Committee met formally once.

Under its terms of reference, the Remuneration Committee assists the Board to determine the remuneration arrangements and contracts of the Executive Directors and senior employees. It also reviews the Board and Executives' key performance indicators, as well as performance-related pay and share option allocations. Succession planning for Senior Executives is reviewed annually.

No Director is involved in reviewing his own remuneration. The Directors' remuneration report, which includes details of the Directors' interests in options and shares is set out in the Director's report.

The Independent Non-executive Directors may, if needed, seek independent professional advice, at the Group's expense, in the execution of their duties.

NOMINATIONS COMMITTEE

The role of the Nominations Committee is undertaken by the full Board of Directors. The Nominations Committee is charged with finding suitable candidates for nomination for appointment to the Board of Directors.